

# **Exhibit M**

# ***NY Works: Overview of the Preliminary Port Authority 10-Year Capital Plan and Current Reform Initiatives***



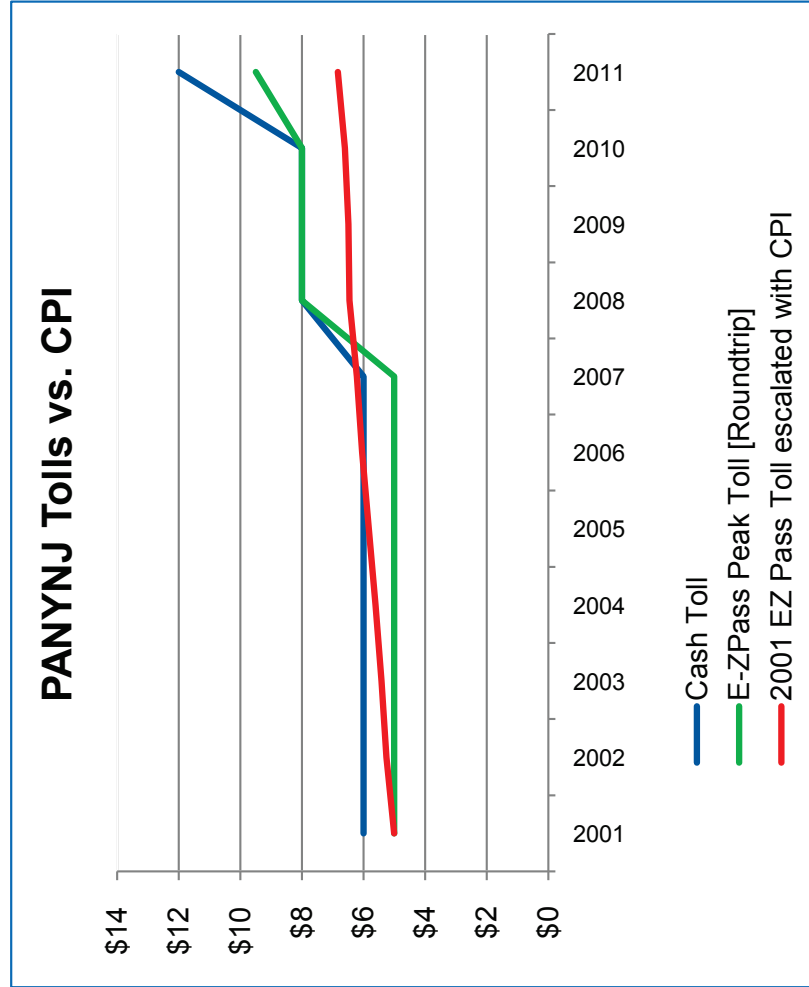
June 2012

# Backdrop

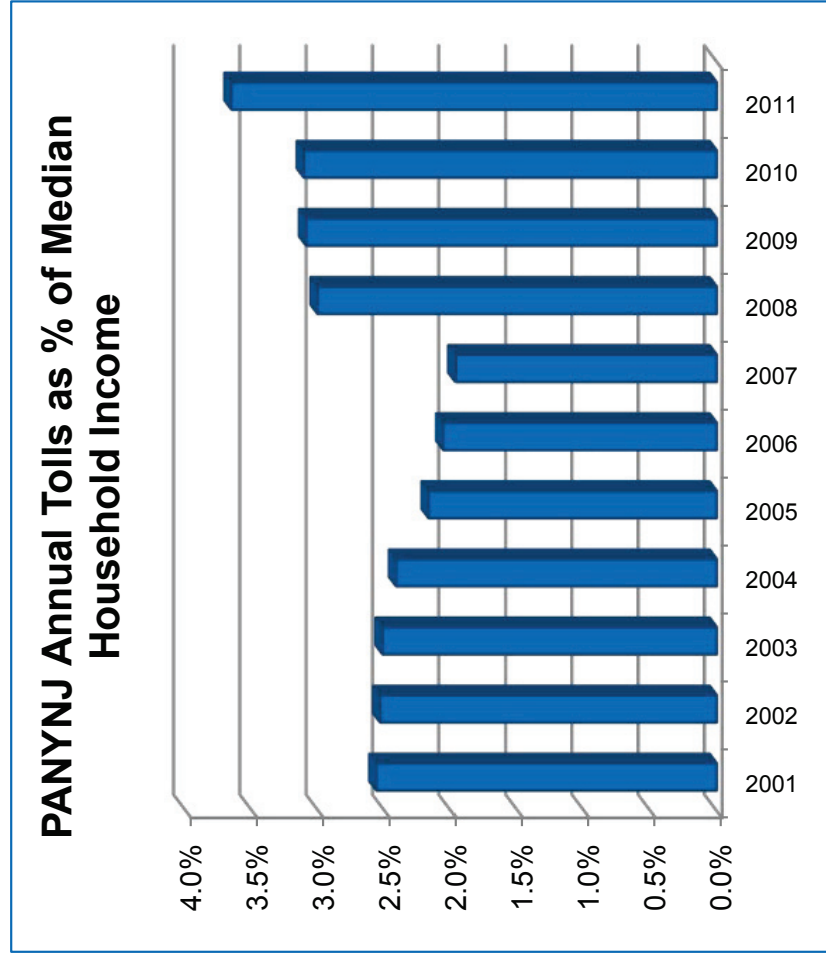
- The Great Recession and unacceptable levels of unemployment in the region
- New York Building Congress 1<sup>st</sup> Qtr Report on Construction Employment states that employment in the NYC construction industry fell to its lowest level since 1999
  - Construction employment was down 3% from the 1<sup>st</sup> Qtr of 2011 in NYC
- Billions of dollars of infrastructure investment required in the State and region
- Port Authority doesn't itself have resources to make all required investment so private capital must be explored and priorities selected
- Port Authority a solid credit but is significantly more leveraged than 10 years ago.  
Ratings: S&P: AA- (Stable), Moody's: Aa2 (Negative), Fitch: AA- (Stable)
- Tolls have increased significantly in excess of CPI and growth in Median Family Income over last 10 years
- Burden on Stated Island commuters
- Direction from Governor Cuomo to Reform, Rationalize, and Repair
- State Level Reform: Design/Build (December 2011); TIF Reform (April 2012); NY Works (April 2012)

# Backdrop: Toll and Fare Growth in Excess of CPI

Tolls & fares have grown at a rate in excess of CPI and Median Household Income



PA toll increases during the past decade have outpaced inflation significantly



Tolls for PA daily commuters have increased by 50% as a percentage of median household income

## Backdrop: High Debt Load

- The Port Authority's Balance Sheet limits resources for projects and requires disciplined choices
- By end of 2012, Port Authority will have approximately \$19B of total debt and liabilities outstanding

### As of December 31, 2011

Assets	
Facilities, net	\$23,870
Other	\$6,343
Cash and Investments	\$3,883
<b>Total</b>	<b>\$34,234</b>
Liabilities	
Bonds and other asset financing obligations	\$16,634
Other	\$5,224
<b>Total</b>	<b>\$21,858</b>

*Dollars in millions; 2012 Preliminary Budget*

## *Key Agency Initiatives and Reforms*

- New leadership is focused on a return to core mission for the agency
  - Focus on Transportation Infrastructure
  - Significant increase in WTC financial and operating controls
  - World Trade Center Peace Dividend
  - Changes in Senior Leadership
- Agency has implemented reforms over the past six months
  - Navigant Phase 1 Report: Top to Bottom Management Review
  - Focus on Capital Plan Initiatives: PPPs, Permitting
  - Compensation and Benefits Reform: reduction in costs of \$41 million over 18 months; tens of millions in recurring savings annually
  - Control of Soft Costs and Consultant Costs
  - FOIA Reforms to Increase Transparency: 30,000 documents released
  - Review Non-Core Assets for Sale: Essex County Resource Center, Teleport, Newark Legal Center, Industrial Parks in both States; Agreement reached to dispose of interest in Essex County Resource Center
  - Formation of Standalone Security Department: Centralization of this Core Function
    - Reform of the Port Authority Police Department
  - Sustainability Initiatives: WTC LEED Gold Certification; Truck Replacement Program at the Ports; Zero Emissions Goal at Stewart; New Fuel System at the Airports

# 2011-2020 Preliminary Capital Spending by Year (\$ in millions)

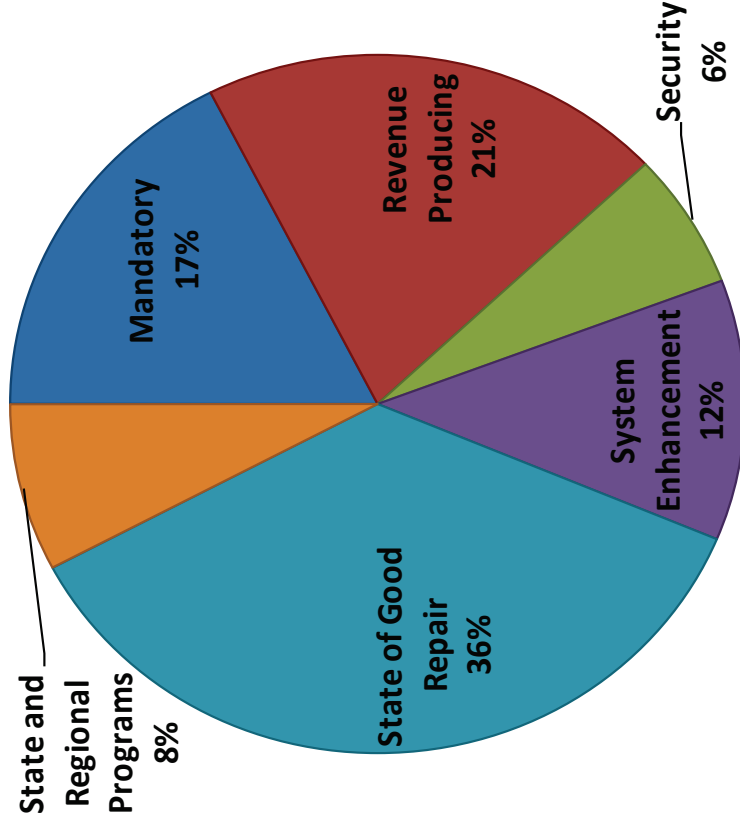
- The Board authorized the first year of the \$25.1B ten-year Capital Plan in December 2011. 62% of spending occurs in the next 5 years.

The Port Authority of New York and New Jersey  
\$25.1B Capital Spending - 2011-2020  
(\$ in millions)

	Count	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2011-2020
<b>Line Departments:</b>												
Aviation	422	\$ 306	\$ 452	\$ 1,103	\$ 1,396	\$ 853	\$ 571	\$ 601	\$ 489	\$ 291	\$ 449	\$ 6,511
PATH	129	403	351	327	289	299	375	357	278	257	121	3,057
Port Commerce	101	186	346	301	177	157	113	126	113	83	87	1,688
TB&T	232	188	626	756	923	945	1,023	713	574	459	506	6,719
<b>Line Departments Total</b>	<b>884</b>	<b>1,082</b>	<b>1,775</b>	<b>2,486</b>	<b>2,784</b>	<b>2,254</b>	<b>2,082</b>	<b>1,797</b>	<b>1,455</b>	<b>1,090</b>	<b>1,162</b>	<b>17,968</b>
Regional and Development	16	54	123	178	168	166	133	116	16	16	12	982
Capital Infrastructure Fund	1	30	-	-	-	-	85	220	220	220	217	992
World Trade Center*	22	1,944	2,001	1,445	1,342	101	50	17	2	-	-	6,902
Provision for Efficiency & Phasing		-	(246)	(444)	(494)	(192)	(162)	(133)	(104)	-	-	(1,775)
<b>Agency Total</b>	<b>923</b>	<b>\$ 3,110</b>	<b>\$ 3,653</b>	<b>\$ 3,665</b>	<b>\$ 3,800</b>	<b>\$ 2,329</b>	<b>\$ 2,188</b>	<b>\$ 2,018</b>	<b>\$ 1,590</b>	<b>\$ 1,326</b>	<b>\$ 1,391</b>	<b>\$ 25,070</b>



# 2011-2020 Preliminary Spending by Category (\$ in thousands) - \$25.1 Billion



- **REVENUE PRODUCING:** Projects which yield a positive financial return to the Port Authority (e.g. JFK TWA Flight Center Renovation)
- **STATE OF GOOD REPAIR:** Necessary to maintain the continued functioning of Port Authority assets (e.g. GWB Suspender Ropes Project)
- **MANDATORY:** Required by law, governmental rule or regulation (e.g. JFK Runway 13L Runway Safety Area Improvements)
- **SECURITY:** Projects that are necessary to meet the Agency's Security Plan (e.g. Bollard Projects)
- **SYSTEM ENHANCEMENT:** Projects that provide system enhancements, improved customer service levels, and/or regional benefits (e. g. PATH Railcars)
- **STATE AND REGIONAL:** Projects which advance the objectives of the Port Authority but unlike other projects, are not operated by the Port Authority

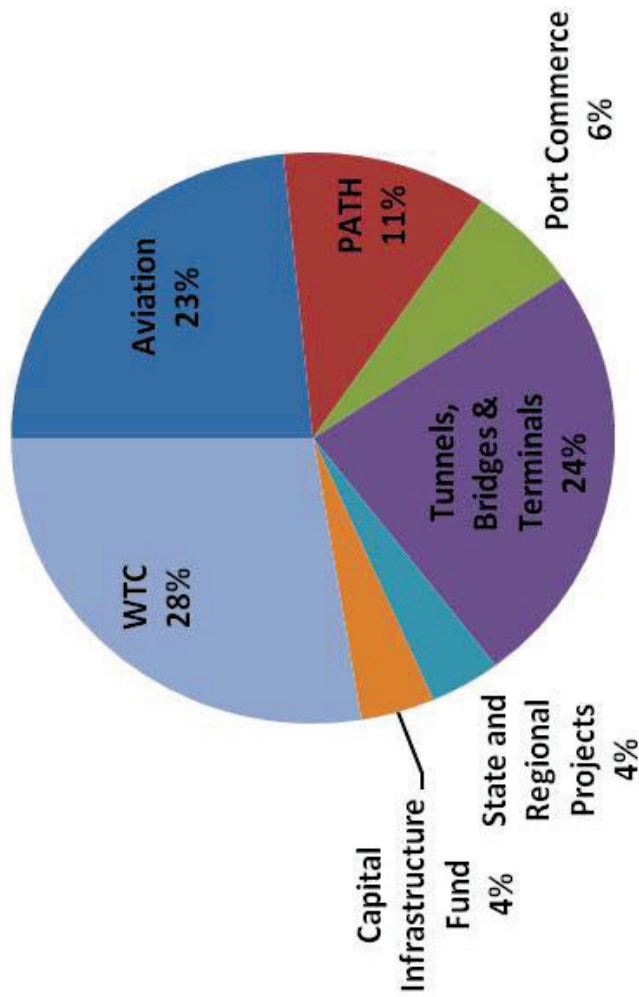
- Significant portion of the Capital Plan addresses SGR, with 36% of funds going to those projects; only 21% of projects yield a financial return to the agency.



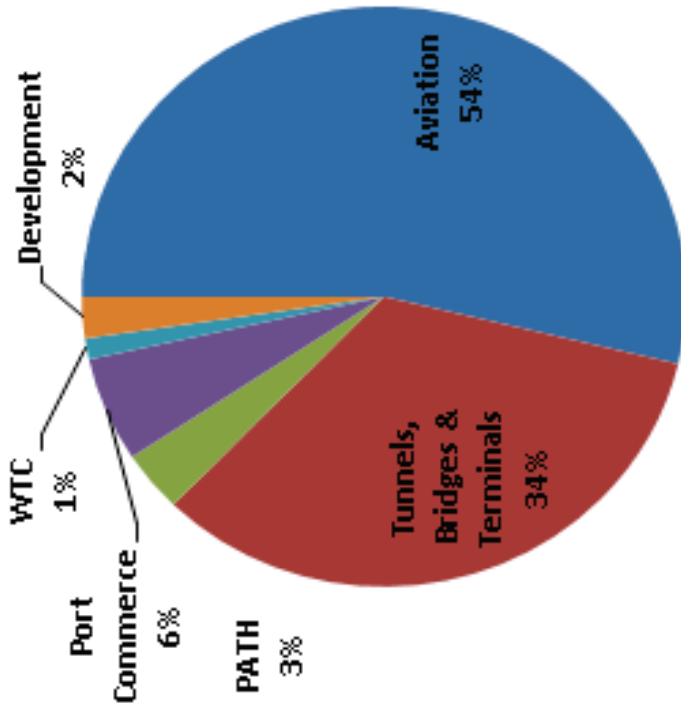
# 2011-2020 Preliminary Spending by Line Department (\$ in thousands) - \$25.1 Billion

- While Aviation and Tunnels, Bridges and Terminal (TB&T) Departments have approximately equal shares of capital investment over the next ten years, Aviation is expected to contribute 54% of gross operating revenues in 2012 and TB&T, 34%.

**Capital Spending By Line Department**

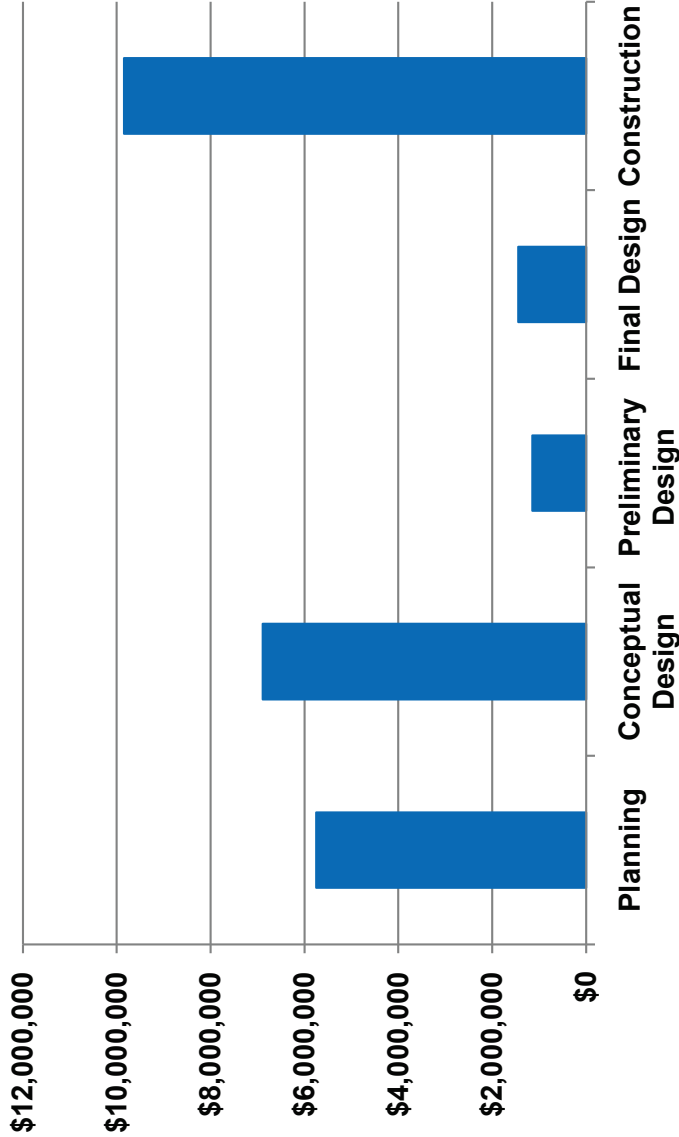


**2012 Revenues By Line Department**



# 2011-2020 Preliminary Spending by Stage (\$ in thousands) - \$25.1 Billion

- **CONSTRUCTION:** Begin construction and monitor schedule/cost, Certify Completed Construction
- **FINAL DESIGN:** Finalization of Contract Documents, Procurement Process
- **PRELIMINARY DESIGN:** Continue Design, Value Engineering
- **CONCEPTUAL DESIGN:** Project Scope Definition, Order of Magnitude Estimates and Preliminary Schedules
- **PLANNING:** Identify needs, assess feasibility



- The largest category of spending is on projects already in the construction phase.

# 2011-2020 Prelim. Capital Spending – Major Projects (\$ in millions )

	2011-2020	TPC
<b>Major Projects:</b>		
Lincoln Tunnel Access Projects	\$ 1,800	\$ 1,800
Lincoln Tunnel Helix Replacement (Not Rehab)	139	1,497
LGA CTB Terminal*	1,080	1,358
Bayonne Bridge Navigational Clearance	1,278	1,281
GWB Suspender Rope Replacement	544	1,037
Newark Liberty Terminal A*	817	839
PATH Signal Replacement Program	498	498
JFK Rehabilitation of Runway 4L-22R	463	463
Goethals Bridge Modernization**	294	350
PATH Tunnel Mitigation	254	254
JFK Delta T3/T4 Development	215	215
LGA Runway 4 and 31 Safety Deck Overrun	179	179
<b>Major Projects Total</b>	<b>\$ 7,382</b>	<b>\$ 9,591</b>

\*Does not include full funding for build out of LaGuardia CTB and Newark Liberty Terminal A Modernization Programs, which are expected to be privately financed via PPP.

\*\* \$296 million for the Goethals Bridge is for real estate acquisition and advisory/other services. Remainder is expected to be privately financed via a PPP.

## *Major Project Highlights*

### **LAGUARDIA CTB REDEVELOPMENT**

- Redevelopment to meet projected traffic demand of 17 million annual passengers. Central electrical substation on fast track for construction in 2012. Capital Plan only funds \$1.3B of the total estimated \$3.6B cost.
- Estimated time frame 2017-2021
- Jobs: over 3,000 construction jobs



### **GEORGE WASHINGTON BRIDGE SUSPENDER ROPES**

- Project will replace all 592 suspender ropes and includes rehabilitation of main cable, handrails, necklace lighting, security enhancements and upper level sidewalks.
- Estimated time frame 2014-2022
- Jobs: 3,600 construction jobs





# Major Project Highlights

## GOETHALS BRIDGE

### MODERNIZATION

- Replacement of the functionally obsolete bridge with a six-lane bridge. Capital Plan only funds legal, real estate, and engineering resources. The agency is pursuing a Private Public Partnership for this \$1.5B project.
- Estimated time frame: 2013-2018
- Jobs: 2,258 construction jobs



## BAYONNE BRIDGE

### NAVIGATIONAL CLEARANCE

- \$1.2 B project to raise the bridge roadway from existing 151 feet to 215 feet to provide navigational clearance for larger container ships as a result of the Panama Canal Expansion.
- Estimated time frame: 2013-2016
  - Jobs: 2,800 construction jobs
  - Under TB&T but a Port initiative



Today



Future

## ***Overall Capital Program Initiatives***

- World Trade Center peace dividend and renewing agency focus on better and speedy delivery of capital projects
- Navigant Phase I Report on the Capital Program
- More focused Contract Administration
- Focusing on eliminating or reducing soft costs (design, staff and overhead costs) with a goal of reducing 25% through internal controls. Current average soft costs at the agency range anywhere from 25% to 50%, including capitalized interest.
- Participating in federal initiatives to improve the environmental permitting process. The Port Authority was the first in the country to request the Bayonne Bridge project be on the list for project of national significance, which aims to prioritize federal permitting for these projects.
- Seeking greater participation in Public Private Partnerships where it fits. Actively pursuing PPP for Goethals Bridge Replacement. Strong response to Request for Information (RFI) for LaGuardia CTB Redevelopment.

## ***Delivering Major Projects On Time and On Budget***

- Centralized Capital Program Office to enhance accountability and ensure best practices
- Establishment of Baselines
- Milestone management with executive reporting on red flags (CPOC)
- Phased Integrated Capital Management System roll-out to increase data integrity
- Quality Assurance/Quality Control
- Risk Assessments on all major projects and development of risk mitigation plans
- Potential contractual incentives for certain elements of major projects